



SIROHIA & SONS LTD.

6, Bishop Lefroy Road, 4th Floor
Suit No.: 19, Kolkata - 700 020
Ph.: 033 4017 0700, Fax : 033 4017 0701
E-mail : info@sirohia.com
CIN No.: L51109WB1990PLC049105

Dated: 04/09/2024

To
Bombay Stock Exchange Limited,
SME Division,
Phiroze Jeejeebhoy Tower, Dalal Street,
Mumbai, Maharashtra - 400001

Ref: Scrip Code: 538667

Dear Sir / Ma'am,

Sub: Intimation of Annual General Meeting for FY 2023-24

We wish to inform you that the 34th Annual General Meeting ("AGM") of the members of M/s Sirohia & Sons Limited is scheduled to be held on **Saturday, 28, September, 2024 at 11.00 a.m.** at the Corporate office at 6, Bishop Lefroy Road, 4th Floor, Kolkata - 700 020, to transact the businesses mentioned in the Notice convening the AGM.

This is for your information and records.

Thanking you,

Yours Faithfully,
For Sirohia & Sons Limited


Jitendra Sirohia
Director
DIN - C0244740

Enclosure – a/a

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 34th Annual General Meeting of the members of Sirohia & Sons Limited will be held at:

Venue: 6, Bishop Lefroy Road, 4th Floor, Paul Mansion, Kolkata – 700 020, West Bengal

Day and Date: 28th September, 2024; Saturday at 11: 00 am

AGENDA

Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2024, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Jitendra Sirohia (DIN No.: 00244740), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business

3. Re-appointment of Mr. Rajesh Kumar Jain (DIN: 08531296) as an Independent Director of the Company for a term of Five years

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rajesh Kumar Jain (DIN: 08531296), be and is hereby re-appointed as an Independent Director of the Company for a second term of five years commencing from 6th November, 2024 up to 5th November, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto.”

4. Re-appointment of Mr. Alfred Amit Rana (DIN: 07362531) as an Independent Director of the Company for a term of Five years

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Alfred Amit Rana (DIN: 07362531), be and is hereby re-appointed as an Independent Director of the Company for a second term of five years commencing from 6th November, 2024 up to 5th November, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. Re-appointment of Mr. Pritish Majumder (DIN: 03541916) as an Independent Director of the Company for a term of Five years

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Pritish Majumder (DIN: 03541916), be and is hereby re-appointed as an Independent Director of the Company for a second term of five years commencing from 6th November, 2024 up to 5th November, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors
For, **Sirohia & Sons Limited,**

Sd/-
Rakesh Sirohia
Managing Directors
(DIN No. 00228967)

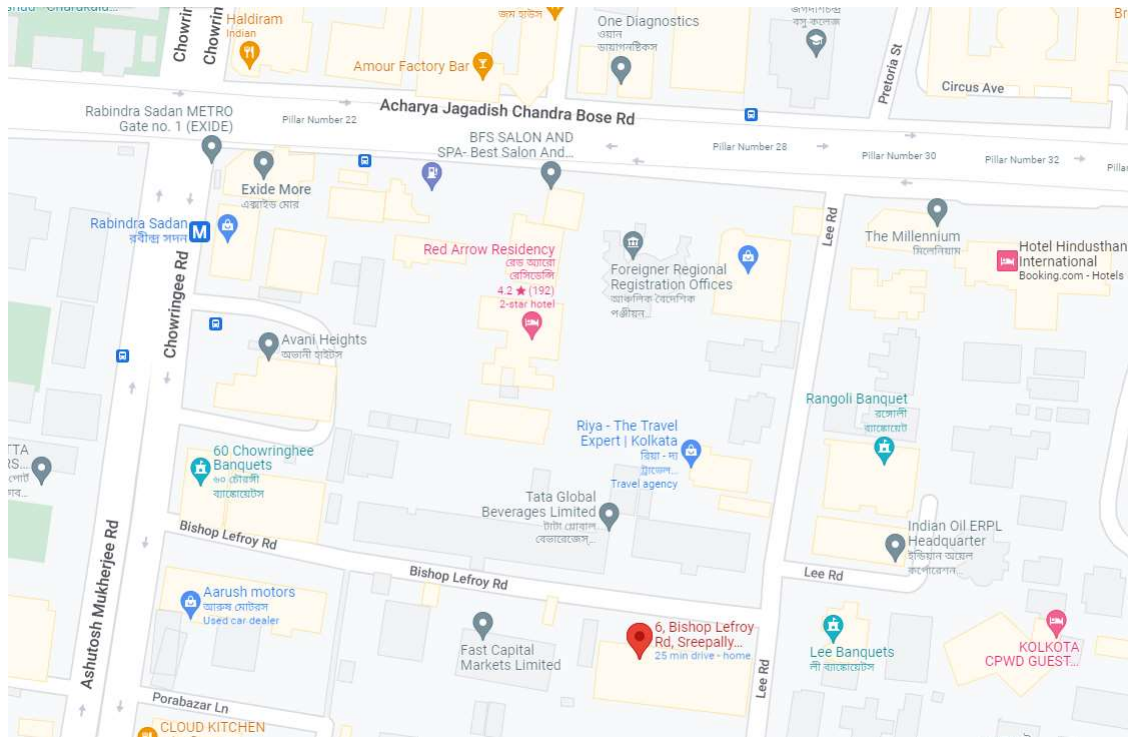
NOTES

- The relevant details of Director seeking re-appointment under item no. 2 above, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) and SS-2 are also annexed;
- Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Business Item No. 3, 4 & 5 to be transacted at this Annual General Meeting (‘AGM’), is annexed.
- Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at info@sirohia.com.
- A Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The Proxy, in order to be effective, must be deposited at the registered office of the company, duly completed in all respect, at least 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate of not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder
- The members who have not yet registered their e-mail ids with the Company may contact, on info@sirohia.com or 33 4017 0700 for registering their e-mail ids. The Company shall send the Notice to such members whose e-mail ids get registered.
- If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- The Register of the Members & Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2024 to Saturday, 28th September, 2024 (both days inclusive)
- The annual report of the Company circulated to the members of the Company will be made available on the Company’s website at www.sirohia.com. The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during the normal business hours on working days.
- Relevant Documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
- Members are also requested to notify the change in address, if any, immediately to the Company’s Registrar & Share Transfer Agent M/s Adroit Corporate Services Private Limited, having their registered office at 19/20 Jaferbhoy Industrial. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400 059, India by quoting their Folio Number(s).
- The Company has implemented the “Green Initiative” as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the E-mail address indicated in your respective depository participant accounts which, as periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to RTA of the Company quoting their Folio Number(s).
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining

their Demat Accounts. Members holding shares in physical form can submit their PAN to our Registrar & Share Transfer Agent.

- Please note that as per the notification of SEBI, the Company's shares are under compulsory Demat Trading, for all the Investors. You are therefore requested to dematerialize your shareholding to avoid any inconvenience in future.
- Voting on resolutions to be discussed in the Meeting will be done through show of hand. Your company is not mandated to provide e-voting facility.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2024.
- M/s. Ragini Chokshi & Co., Company Secretaries, (FRN – 92897), 34, Kamar Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001, has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
- The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by show of hand for all the members who are present at the Annual General Meeting.
- The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (two) days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sirohia.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

Location Map



Details of Director seeking appointment/re-appointment at the AGM [Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

NAME OF THE DIRECTOR	MR. JITENDRA SIROHIA
DIN No.	00244740
Date of Appointment	15/02/2007
Date of Birth	27/05/1978
Expertise in specific functional areas	Expertise in identification of area of investment
Qualifications	B.Com (Hons)
Directorships held in other companies (excluding private & foreign cos.)	Anita Trading Co Limited
No. of shares held by Non-Executive Directors	10 Equity Shares

By Order of the Board of Directors

Sd/-

Rakesh Sirohia
Managing Directors
(DIN No. 00228967)

Place - Kolkata

Dated - 04/09/2024

Explanatory Statement to the Notice of the Annual General Meeting, as per Section 102(1) of the Companies Act, 2013.

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 4th September, 2024 re-appointed Mr. Rajesh Kumar Jain (DIN: 08531296) as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 6th November, 2024 to 5th November, 2029. His re-appointment is subject to the approval of the Members.

The Company has received intimation in Form DIR-8 from Mr. Rajesh Kumar Jain that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Rajesh Kumar Jain as an Independent Director of the Company commencing from 6th November, 2024 to 5th November, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Rajesh Kumar Jain fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajesh Kumar Jain as an Independent Director for a further term of five years from 6th November, 2024 to 5th November, 2029. Accordingly, based on recommendation of the Nomination and Remuneration Committee, the Board recommends Special Resolution as set out at Item No. 3 of the accompanying Notice of AGM for the approval by the Members.

Except Mr. Rajesh Kumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of AGM.

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 4th September, 2024 re-appointed Mr. Alfred Amit Rana (DIN: 07362531) as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 6th November, 2024 to 5th November, 2029. His re-appointment is subject to the approval of the Members.

The Company has received intimation in Form DIR-8 from Mr. Alfred Amit Rana that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the

Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Alfred Amit Rana as an Independent Director of the Company commencing from 6th November, 2024 to 5th November, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Alfred Amit Rana fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Alfred Amit Rana as an Independent Director for a further term of five years from 6th November, 2024 to 5th November, 2029. Accordingly, based on recommendation of the Nomination and Remuneration Committee, the Board recommends Special Resolution as set out at Item No. 4 of the accompanying Notice of AGM for the approval by the Members.

Except Mr. Alfred Amit Rana, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of AGM.

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 4th September, 2024 re-appointed Mr. Pritish Majumder (DIN: 03541916) as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 6th November, 2024 to 5th November, 2029. His re-appointment is subject to the approval of the Members.

The Company has received intimation in Form DIR-8 from Mr. Pritish Majumder that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Pritish Majumder as an Independent Director of the Company commencing from 6th November, 2024 to 5th November, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Pritish Majumder fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Pritish Majumder as an Independent Director for a further term of five years from 6th November, 2024 to 5th November, 2029. Accordingly, based on recommendation of the

Nomination and Remuneration Committee, the Board recommends Special Resolution as set out at Item No. 5 of the accompanying Notice of AGM for the approval by the Members.

Except Mr. Pritish Majumder, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of AGM.

By Order of the Board of Directors

Sd/-

Rakesh Sirohia

Managing Directors

(DIN No. 00228967)

Place – Kolkata

Dated - 04/09/2024